

**EXHIBIT A**  
**(Proposed Sale Approval Order)**

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8 **UNITED STATES BANKRUPTCY COURT**  
9 **EASTERN DISTRICT OF WASHINGTON**

10 In re:

11 GIGA WATT, Inc., a Washington  
12 corporation,  
13 Debtor.  
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Case No. 18-03197 FPC 11

The Honorable Frederick P. Corbit

**[PROPOSED] ORDER GRANTING  
CHAPTER 11 TRUSTEE'S MOTION  
FOR APPROVAL OF SALE OF  
EQUIPMENT FREE AND CLEAR  
OF ALL LIENS, CLAIMS AND  
INTERESTS, APPROVAL OF  
NOTICE THEREOF AND RELATED  
RELIEF**

18 This matter came to be heard on the *Chapter 11 Trustee's Motion for*  
19 *Approval of Sale of Equipment Free and Clear of All Liens, Claims and Interests,*  
20 *Approval of Notice Thereof and Related Relief* (the "**Motion**")<sup>1</sup> filed by Mark D.  
21 Waldron, in his official capacity as the Chapter 11 Trustee (the "**Trustee**") on  
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23 <sup>1</sup> Unless otherwise defined herein, capitalized terms have the meanings ascribed to  
24 them in the Motion.

1 April 9, 2020 at 10:30 a.m. (the “**Hearing**”). The Court has considered the Motion  
2 and completed the Hearing as provided for under section 363 of the Bankruptcy  
3 Code and Rule 6004 of the Federal Rules of Bankruptcy Procedure. Based upon  
4 the Motion, the record before the Court, the testimony and arguments made and  
5 heard at the Hearing and in the filings with the Court, the Court stated its findings  
6 of fact and conclusions of law at the Hearing and those findings of fact and  
7 conclusions of law are incorporated herein by reference as if set forth fully herein  
8 as provided in Rule 7052 of the Federal Rules of Bankruptcy Procedure.

9       ACCORDINGLY, IT IS HEREBY ORDERED THAT THE MOTION IS  
10 GRANTED AND FURTHER ORDERED THAT

11       1.     The Trustee is hereby authorized to sell the Pangborn Equipment and  
12 Other Equipment, described on Schedule 1 to the Sale Agreement, “As Is” with no  
13 warranties for the sum of \$175,000.00 or more, all cash at closing, to any third  
14 party buyer who is unrelated to Debtor, not connected with the case and who will  
15 actually complete the sale at that price or higher, as determined by the Trustee in  
16 his business judgment.

17       2.     The sale of the Pangborn Equipment pursuant to this Order shall be  
18 free and clear of all liens, encumbrances, claims and/or interests in the Pangborn  
19 Equipment pursuant to section 363(f)(4) and (5) of title 11 of the United States  
20 Code.

21       3.     The form and manner of service of the Notice of Sale is approved.

22       4.     The Bidding Procedures as proposed in the Motion are approved.

23       5.     The Break-Up Fee as proposed in the Motion is approved.

24 [Proposed] Order Approving Sale of Equipment Free and Clear of all Liens,  
25 Claims and Interests, Approval of Notice Thereof and Related Relief - Page 2

1           6.     The 14-day stay provided by Rule 6004(h) of the Federal Rules of  
2 Bankruptcy is waived with respect to the sale of the Pangborn Equipment pursuant  
3 to this Order. This Order shall be valid and fully effective immediately upon its  
4 entry.

5                               **/// END OF ORDER ///**  
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